

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

13 CIV 4123

CLEMENT BERNARD, Individually and  
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

BARRICK GOLD CORPORATION,  
AARON W. REGENT, JAMIE C.  
SOKALSKY, and AMMAR AL-JOUNDI,

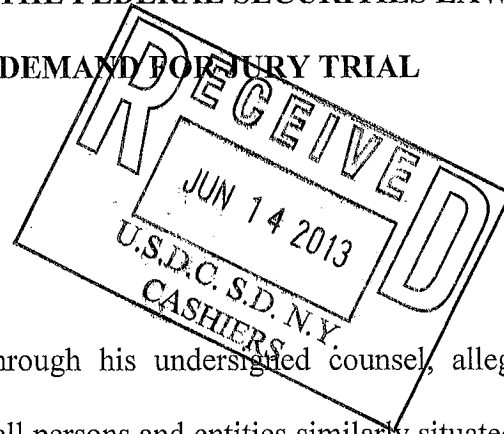
Defendants.

No.

CLASS ACTION

COMPLAINT FOR VIOLATION OF  
THE FEDERAL SECURITIES LAWS

DEMAND FOR JURY TRIAL



Clement Bernard ("Bernard"), by and through his undersigned counsel, alleges the following individually and on behalf of a class of all persons and entities similarly situated, upon information and belief, except as to those allegations concerning Plaintiff, which are alleged upon personal knowledge. Plaintiff's allegations are based upon the investigation of Plaintiff's counsel, which included a review of U.S. Securities and Exchange Commission ("SEC") filings by Barrick Gold Corporation ("Barrick" or the "Company"), as well as regulatory filings and reports, securities analysts' reports and advisories about the Company, press releases and other public statements issued by the Company, and media reports about the Company. Plaintiff believes that substantial additional evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

INTRODUCTION

1. This is a federal securities fraud class action brought on behalf of all investors who purchased the publicly-traded common stock of Barrick (the "Class") between May 7, 2009 and May 23, 2013, inclusive (the "Class Period"), seeking to pursue remedies under the

Securities Exchange Act of 1934 (the “Exchange Act”) against Barrick and certain of its officers and directors.

2. Barrick is one of the world’s largest metals mining corporations. The Company develops and operates gold, silver, and copper mines in the United States, Canada, South America, Australia, and Africa. Among Barrick’s South American operations is the Pascua-Lama Project (“Pascua-Lama” or the “Project”) a property under development as an open-pit mine that straddles the border between Argentina and Chile, and is expected to produce gold, silver, and related minerals.

3. This action alleges that the Defendants made false and misleading statements and concealed material information relating to the cost and time-to-production projections for the Pascua-Lama Project. As a result of Defendants’ false and misleading statements and omissions, Barrick’s shares traded at artificially inflated prices during the Class Period.

4. On May 7, 2009, prior to the markets’ open, Barrick issued a press release announcing that the Company’s Pascua-Lama Project would proceed to construction. As part of the highlights of the Project, Barrick stated that Pascua-Lama had a “[p]re-production cost estimate of \$2.8-\$3.0 billion,” that “[f]ully compliant environmental management and monitoring plans” had been developed, and that “[c]ommissioning [was] expected in late 2012 and production in early 2013.”

5. During the balance of the Class Period, Defendants continued to provide a rosy outlook for the costs and time that the development and completion of Pascua-Lama would require, repeatedly reassuring investors and analysts of the Project’s reasonable cost, high profitability, and ability to drive growth for Barrick prior to 2014.

6. Defendants' false and misleading statements caused Barrick's shares to close as high as \$54.28 per share on April 5, 2011, and trade at prices as high as \$54.89 per share on April 6, 2011.

7. On April 10, 2013, prior to the markets' open, news outlets reported that the Appeals Court of Copiapó, Chile, had issued an order suspending work on the Pascua-Lama Project. In reaction to this news, Barrick's stock price fell \$2.23 per share, or 8.3 percent, to close at \$24.46 per share following that day's trading session on volume of more than 40 million shares.

8. Then, on May 24, 2013, Chile's Superintendence of the Environment issued a resolution suspending the Pascua-Lama Project pending compliance with an environmental permit, and imposing a fine equivalent to \$16 million. In response to this development, trading in Barrick stock was halted for approximately three hours. After the Company's shares resumed trading, they closed at \$19.16 per share, \$0.39 per share, or 1.99 percent, below the prior day's close.

9. The true facts, which were known by Defendants but concealed from Barrick's shareholders and the investing public during the Class Period, were that:

(a) the Company knew that the costs of bringing the Pascua-Lama Project into production far exceeded any of Barrick's various publicly presented estimates;

(b) the Pascua-Lama Project presented no reasonable expectation of coming into production within any of Barrick's various publicly presented time horizons;

(c) the Pascua-Lama Project's environmental impact presented significantly greater risks to the Project and the Company than those disclosed by Defendants; and

(d) as a result, Defendants had no reasonable basis for their statements regarding the cost, timing, and production estimates for the Pascua-Lama Project, and the reserves and earnings guidance for the Company that Defendants provided to investors.

10. Defendants' false statements caused Barrick's shares to trade at artificially inflated levels during the Class Period. When the true state of Barrick's Pascua-Lama Project was revealed, the price of Barrick stock fell, declining by more than 64.7 percent from its Class Period high. These decreases were a result of the artificial inflation caused by Defendants' misleading statements coming out of the price of Barrick's stock.

### **JURISDICTION AND VENUE**

11. The claims asserted herein arise under Sections 10(b) and 20(a) of the Exchange Act, 15 U.S.C. §§ 78j(b) and 78t(a), and Rule 10b-5 promulgated thereunder by the SEC, 17 C.F.R. § 240.10b-5.

12. This Court has jurisdiction over the subject matter of this action pursuant to Section 27 of the Exchange Act, 28 U.S.C. § 1331 [15 U.S.C. § 78a(a)].

13. Venue is proper in this District pursuant to Section 27 of the Exchange Act and 28 U.S.C. § 1391(b). Barrick's common stock is publicly traded in this District. Additionally a number of the acts that constitute the violations of law complained of herein, including dissemination to the public of materially false and misleading information to the investing public, occurred in and/or were issued from this District.

14. In connection with the acts alleged in this complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications, and the facilities of the national securities markets.

**PARTIES**

15. Plaintiff as set forth in the attached certification, purchased Barrick common stock at artificially inflated prices during the Class Period and has been damaged thereby.

16. Defendant Barrick is a metals mining corporation organized in Ontario, Canada. Barrick maintains its principal executive offices at 161 Bay Street, Toronto, Ontario, Canada. Barrick's common stock trades under the ticker symbol "ABX" on the New York Stock Exchange (the "NYSE"), which is an efficient market.

17. Defendant Aaron W. Regent ("Regent") served as the Company's President and Chief Executive Officer ("CEO"), and as a member of the Company's Board of Directors, within which he was a member of Environmental, Health & Safety Committee, at all relevant times prior to June 6, 2012. Prior to June 6, 2012, Regent spoke frequently to investors and signed and certified the accuracy of Barrick's periodic filings with the SEC.

18. Defendant Jamie C. Sokalsky ("Sokalsky") has served as Barrick's CEO and as a member of the Company's Board of Directors since June 6, 2012. At all relevant times prior to June 6, 2012, CEO Sokalsky served as Executive Vice President and Chief Financial Officer ("CFO") of the Company. Throughout the Class Period, Sokalsky spoke frequently to investors and signed and certified the accuracy of Barrick's periodic filings with the SEC.

19. Defendant Ammar Al-Joundi ("Al-Joundi") has served as the Company's Executive Vice President and CFO since July 10, 2012. Since July 10, 2012, Al-Joundi has spoken frequently to investors and signed and certified the accuracy of Barrick's periodic filings with the SEC.

20. Defendants Regent, Sokalsky, and Al-Joundi are collectively referred to herein as the "Individual Defendants." Together with Defendant Barrick, the Individual Defendants are collectively referred to herein as "Defendants."

### **BACKGROUND**

21. In 1994, Barrick acquired ownership of Lac Minerals Ltd., a Quebecois mining company that was then under threat of a hostile takeover. As part of this acquisition, Barrick gained ownership of the Pascua-Lama Project, which at the time had been the subject of approximately one year of environmental studies. Pascua-Lama straddles the high-altitude border between Chile and Argentina in a region of the Andes Mountains known as the Atacama Desert.

22. Over the following years, Barrick conducted further studies on the Pascua-Lama Project site, including feasibility and economic studies, and separate environmental assessments for Chile and Argentina. In 2000, Barrick submitted its initial environmental impact study to Chilean regulators, which they approved in 2001. Barrick submitted a similar study in Argentina in 2001. Both submissions were updated in 2004 and 2006. In February 2006, Barrick received approval of its Pascua-Lama Project environmental impact study from Chilean authorities, and the study was approved by Argentine authorities in December 2006.

23. By April 2009, investors viewed the Pascua-Lama Project as a major cornerstone of Barrick's future growth and profitability, with an analyst from Scotia Capital noting that the Project then represented 13 percent of Barrick's ore reserves and 11 percent of the Company's measured and indicated resources, and that Pascua-Lama could eventually be the source of 9 percent of Barrick's annual gold production.

### **DEFENDANTS' MATERIALLY FALSE AND MISLEADING STATEMENTS DURING THE CLASS PERIOD**

24. On May 7, 2009, prior to the markets' open, Barrick issued a press release announcing that the Company's Pascua-Lama Project would proceed to construction. As part of the highlights of the project, Barrick stated that Pascua-Lama had a "[p]re-production cost

estimate of \$2.8-\$3.0 billion,” and that “[c]ommissioning [was] expected in late 2012 and production in early 2013.” In connection with the press release, Regent stated:

We are building Pascua-Lama—one of the world’s best undeveloped gold mining projects. Our focus over the last few months has been on resolving outstanding cross border permitting and tax matters, improving the capital and operating costs and project economics and advancing discussions with global financial institutions to provide project financing. We have made considerable progress on all these fronts which has culminated in our go-ahead decision today. The combination of the project’s attractive economics, significant production at low cash costs, and support by the governments of Chile and Argentina for this environmentally responsible project will generate enduring and substantial benefits for all concerned—including employment opportunities, economic and social development for the people of Atacama, Chile, and San Juan province in Argentina.

In response to these positive claims by the Company, Barrick’s stock price opened for trading \$0.80 per share, or 2.43 percent, higher than its prior closing price, and over the course of that and the following trading session on May 8, 2009, rose \$1.23 per share, or 3.6 percent, to close at \$34.04 per share.

25. On July 31, 2009, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending June 30, 2009. The Company reported net income of \$492 million, or \$0.56 per share, and adjusted net income of \$431 million, or \$0.49 per share. Additionally, the Company stated:

The go-ahead decision on construction of the Pascua-Lama gold-silver project during the quarter is a significant milestone for Barrick. Pascua-Lama is expected to produce about 750,000–800,000 ounces of gold per year at anticipated total cash costs of \$20–\$50 per ounce in the first full five years of a +25 year mine life, making it one of the lowest cost gold mines in the world.

The Buzwagi project in Tanzania poured its first gold in early May on schedule and in line with its construction budget, and is the first of a new generation of low cost mines that also includes Cortez Hills, Pueblo Viejo, and Pascua-Lama. At full capacity, these projects are expected to collectively contribute 2.6 million ounces of average annual production at lower cash costs than the current Company profile.

\* \* \*



“Our portfolio of operations performed strongly in Q2, exceeding plan, and positioning us well to meet our production and cost targets for the year,” said Aaron Regent, Barrick’s President and CEO. “The go-ahead decision on Pascua-Lama during the quarter marks an important milestone for Barrick and our strategy of developing long life, low cost mines. Pascua-Lama is expected to be one of the industry’s lowest cost gold operations and joins the world-class Cortez Hills and Pueblo Viejo projects in construction. Execution on this new generation of projects, combined with a favorable gold price outlook and our focus on cost management provides the foundation from which Barrick will continue to deliver shareholder value.”

\* \* \*

Barrick announced a construction decision on the Pascua-Lama project in early May. As of quarter-end, the mills, mining fleet, and other processing and earth-moving equipment have been ordered. The project team expects to mobilize to the site during the third quarter to install construction infrastructure, including additional camp facilities, and to begin upgrading the access road. Pascua-Lama is expected to produce about 750,000–800,000 ounces of gold and 35 million ounces of silver annually in its first full five years at anticipated total cash costs of \$20–\$50 per ounce, making it one of the lowest cost gold mines in the world. Commissioning is expected in late 2012 and initial production in the first quarter of 2013.

[Footnotes omitted.]

26. On October 29, 2009, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending September 30, 2009. The Company reported a net loss of \$5.4 billion, or \$6.07 per share, and adjusted net income of \$473 million, or \$0.54 per share. Among other things, the Company stated:

Construction of Barrick’s new generation of low cost mines remains on schedule and in line with their budgets. . . . Pascua-Lama has started construction. At full capacity, these projects are expected to contribute about 2.6 million ounces of annual production at lower than current cash costs.

Barrick agreed to sell an amount equivalent to 25% of the life-of-mine silver production from Pascua-Lama and silver production from three existing mines until project completion at Pascua-Lama for \$625 million in cash and ongoing payments as silver is delivered. The transaction surfaces the value of Pascua-Lama, shares overall risk, increases the expected rate of return on Barrick’s investment and provides an additional source of financing, while maintaining full upside on 100% of the gold and 75% of the silver production.



\* \* \*

“Our operations delivered another strong quarter, positioning us well to meet our production and cost targets for the year,” said Aaron Regent, Barrick’s President and Chief Executive Officer. “In addition to our continued focus on achieving our production goals, the Company took a number of important steps during the quarter to enhance our strategic positioning in what we expect to be a strong gold price environment. . . . We further increased our exposure to metal prices by monetizing 25% of the silver at Pascua-Lama, which provided additional financial capacity to purchase 70% of El Morro, adding another high quality gold-copper project to our portfolio. . . .”

\* \* \*

Pascua-Lama has recently entered construction, with the project team mobilizing to site and beginning work on installation of construction infrastructure. Orders have been placed for long lead time items including mills, the Chilean camp, and mining and earthworks equipment. Pascua-Lama is expected to produce about 750,000–800,000 ounces of gold and 35 million ounces of silver annually in its first full five years at anticipated total cash costs of \$20–\$50 per ounce, making it one of the lowest cost gold mines in the world. Commissioning is expected in late 2012 and initial production in the first quarter of 2013.

\* \* \*

The Company has completed a transaction with Silver Wheaton Corp. to sell an amount equivalent to 25% of the life-of-mine silver production from Pascua-Lama and silver production from three existing mines until project completion at Pascua-Lama for a cash deposit of \$625 million payable over three years and ongoing payments for each ounce of silver delivered under the agreement. The transaction shares risk, increases the expected rate of return of Pascua-Lama, and in addition, the upfront payment represents an additional source of financing for a portion of the \$2.8–\$3.0 billion cost of construction at Pascua-Lama[.]

[Footnotes omitted.]

27. On December 10, 2009, Barrick took part in the Bank of America Merrill Lynch 2009 Global Industries Conference in New York. As part of the Company’s prepared presentation to investors and analysts, Barrick presented a slide that stated in part:

Pascua-Lama Project Update

- 750–800 Koz of gold at total cash costs of \$20–\$50/oz
- 35 Moz of silver
- On track for first production Q1 2013
- In line with \$2.8–\$3.0 B capital budget

[Footnotes omitted.]

28. On March 23, 2010, Barrick filed a Form 6-K with the SEC presenting its annual report for 2009. As part of its discussion of its operations, the Company stated:

Construction on the Pascua-Lama project also began in 2009. Pascua-Lama is a large, world-class project with gold reserves of about 18 million ounces and 671 million ounces of silver contained within gold reserves. Once operating, it is expected to produce between 750,000–800,000 ounces of gold annually at total cash costs of \$20–\$50 per ounce, assuming a \$12 per ounce silver price. This makes Pascua-Lama one of the lowest cost gold mines in the world.

\* \* \*

The progress we made in 2009 has established a solid foundation from which to move the Company forward. With the completion of the Cortez Hills project, our production is anticipated to increase in 2010 at lower cash costs. Barrick's production base and cash cost profile will be further improved with Pueblo Viejo, expected to begin production late in 2011, and Pascua-Lama, expected in early 2013.

\* \* \*

In its first full five years of operation, average annual gold production at Pascua-Lama is expected to be 750,000–800,000 ounces at total cash costs of \$20–\$50 per ounce assuming a silver price of \$12 per ounce. For every one dollar per ounce increase in the price of silver, total cash costs are expected to decrease by about \$35 per ounce. Pascua-Lama remains on schedule to deliver first gold in the first quarter of 2013 and in line with its \$2.8–\$3.0 billion pre-production capital budget.

[Footnotes omitted.]

29. On March 29, 2010, Barrick filed its Form 40-F with the SEC setting forth its audited financial statements and related full-year information for 2009. The Company reported a net loss of \$4.27 billion, or \$4.73 per share, and adjusted net income of \$1.81 billion, or \$2.00 per share. As part of its discussion of its operations, the Company stated:

Construction on the Pascua-Lama project began in 2009 and detailed engineering for the project is about 90% complete. Major earthworks on the Chilean side are advancing, the portal for the tunnel which provides access for the shipment of ore between Chile and Argentina has been established and the Barrealis camp has been progressing well with about 540 people currently on site. In Argentina,

contractors for early earthworks site preparation have mobilized to site. Over 25% of the capital has been committed, securing the mining fleet, processing mills, camp accommodation and earthworks contractors. The project remains in line with its pre-production capital budget of \$2.8–\$3.0 billion and is on schedule to enter production in the first quarter of 2013.

30. Included with the Company's March 29, 2010 Form 40-F as Exhibit 99.6 was a certification, signed by Regent, which stated:

I, Aaron W. Regent certify that:

1. I have reviewed this annual report on Form 40-F of Barrick Gold Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

- (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
- 5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

A substantially similar certification, signed by Sokalsky, was included as Exhibit 99.7.

31. On April 1, 2010, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month and full-year periods ending December 31, 2009. For the fourth quarter of 2009, the Company reported net income of \$215 million, or \$0.22 per share, and adjusted net income of \$604 million, or \$0.61 per share. As part of its discussion of its operations, the Company stated:

The Pueblo Viejo and Pascua-Lama projects remain on schedule and in line with their capital budgets.

\* \* \*

"In addition to meeting our operating targets, we achieved a number of significant milestones which have enhanced the value proposition of Barrick," said Aaron Regent, Barrick's President and CEO. ["We moved Pascua-Lama into construction and significantly advanced Pueblo Viejo and both are progressing in line with expectations. All of these projects are anticipated to contribute significant low cost production for many years to come. We also grew the industry's largest reserves which are now 100% unhedged with the elimination of our Gold Hedges in the last quarter, ahead of the schedule we set for ourselves. Throughout, we remained committed to strive toward the highest social responsibility standards as evidenced by the Company's renewed listing on the Dow Jones Sustainability Index."

\* \* \*

Over the past five years, we have built seven new projects on time and near budget, namely Tulawaka, Lagunas Norte, Veladero, Cowal, Ruby Hill, Buzwagi and Cortez Hills. We expect that this experience will allow us to develop the two projects currently at an advanced stage (Pueblo Viejo and Pascua-Lama), which we expect to be commissioned over the next three years and which are expected to contribute significant low cost production.

32. On April 29, 2010, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending March 31, 2010. The Company reported net income of \$758 million, or \$0.77 per share, and adjusted net income of \$741 million, or \$0.75 per share. As part of its discussion of its operations, the Company stated:

Construction of the Pueblo Viejo and Pascua-Lama projects is on schedule and expected to be in line with their respective pre-production capital budgets.

\* \* \*

At the Pascua-Lama project on the border of Chile and Argentina, detailed engineering is approximately 95% complete and the project is on track to enter production in the first quarter of 2013. . . . The project remains in line with its pre-production capital budget of \$2.8–\$3.0 billion with approximately one-third of the capital committed.

33. On June 4, 2010, Barrick participated in the 2010 Goldman Sachs Basic Materials Conference in New York. As part of the Company's prepared presentation to investors and analysts, Barrick presented a slide that stated in part:

Pascua Lama Project Update

- On track for first production Q1 2013
- In line with \$2.8–\$3.0B pre-production capital budget
- 750–800 Koz at total cash costs of \$20–\$50/oz
- 1/3 of capital committed
- Detailed engineering is ~95% complete

[Footnotes omitted.]

34. On July 30, 2010, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending June 30, 2010. The Company reported net

income of \$783 million, or \$0.79 per share, and adjusted net income of \$759 million, or \$0.77 per share. As part of its discussion of its operations, the Company stated:

The Pueblo Viejo and Pascua-Lama projects remain in line with their respective pre-production capital budgets with first production expected in Q4 2011 and Q1 2013, respectively.

\* \* \*

At the Pascua-Lama project on the border of Chile and Argentina, detailed engineering and procurement is nearing completion and the project is on track to enter production in the first quarter of 2013. . . . The project remains in line with its pre-production capital budget of \$2.8–\$3.0 billion with over one-third of the capital committed.

[Footnotes omitted.]

35. On October 29, 2010, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending September 30, 2010. The Company reported net income of \$837 million, or \$0.85 per share, and adjusted net income of \$829 million, or \$0.84 per share. As part of its discussion of its operations, the Company stated:

At the Pascua-Lama project on the border of Chile and Argentina, detailed engineering and procurement is nearly 90% complete and the project is on track to enter production in the first quarter of 2013. The project remains in line with its pre-production capital budget of about \$3.0 billion with over 40% of the capital committed.

\* \* \*

Beyond 2010, we are targeting to increase our annual gold production to 9 million ounces within the next five years. The significant drivers of this production growth include our Pueblo Viejo and Pascua-Lama projects, as well as various expansionary opportunities at our existing operating mines.

36. On February 18, 2011, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month and full-year periods ending December 31, 2010. For the fourth quarter of 2010, the Company reported net income of \$896 million, or \$0.90 per share, and adjusted net income of \$947 million, or \$0.95 per share. As part of its discussion of its operations, the Company stated:



[T]he Company continues to advance its project pipeline, including the world-class Pueblo Viejo and Pascua-Lama projects. Preproduction capital budgets are expected to be higher than previous estimates by about 10–15% to \$3.3–\$3.5 billion (100% basis) and 10–20% to \$3.3–\$3.6 billion for Pueblo Viejo and Pascua-Lama, respectively. Despite these increases, Pueblo Viejo and Pascua-Lama continue to have very strong economics. Once at full capacity, these two mines are anticipated to contribute about 1.4 million ounces<sup>3</sup> of annual production at low cash costs.

\* \* \*

At the Pascua-Lama project on the border of Chile and Argentina, pre-production capital is expected to increase by 10–20% to \$3.3–\$3.6 billion. Pressure on capital costs are primarily as a result of a stronger Chilean peso, labor, commodity and other input cost increases in both countries and higher inflation particularly in Argentina. First production is expected in the first half of 2013. Approximately 40% of the capital has been committed, detailed engineering and procurement are more than 90% complete and about 60% of the earthworks necessary for the process plant and mining support facilities have been moved. . . . Average annual gold production from Pascua-Lama is expected to be 750,000–800,000 ounces in the first full five years of operation at total cash costs of \$20–\$50 per ounce based on a silver price of \$16 per ounce. For every \$1 per ounce increase in the silver price, total cash costs are expected to decrease by about \$35 per ounce over this period.

[Footnotes omitted.]

37. On March 7, 2011, Barrick filed a Form 6-K with the SEC setting forth an amended 2010 Year End Management's Discussion and Analysis that corrected typographical errors. As part of its discussion of its operations, the Company stated:

In 2009, we began construction of the Pascua-Lama project on the border between Chile and Argentina, which is on track to commence production in the first half of 2013. Pre-production capital is expected to increase by 10–20% to \$3.3–\$3.6 billion as a result of a stronger Chilean peso and labor, commodity and other input cost increases in both countries and higher inflation, particularly in Argentina. When complete, it is expected to be one of the lowest operating cost gold producing mines in the world. The project is a long life asset with an expected mine life of over 20 years.

\* \* \*

Over the past seven years, we have built seven new projects on time and near budget, namely Tulawaka, Lagunas Norte, Veladero, Cowal, Ruby Hill, Buzwagi and Cortez Hills. We expect that this experience will allow us to successfully



commission the two projects currently in construction (Pueblo Viejo and Pascua-Lama), over the next three years. These projects are expected to contribute substantial low cost production and support a growing production profile for the Company over the next five years.

38. On March 22, 2011, Barrick filed a Form 6-K with the SEC setting forth its Notice of Annual Meeting of Shareholders to be held April 27, 2011. As part of its discussion of performance indicators, the Company stated:

In 2010, Barrick continued to demonstrate consistent execution of its operational goals, being in line with its operating guidance for the eighth straight year. In 2010, Barrick increased its production and reported lower total cash costs compared to the prior year period. This operational success, combined with higher gold prices, resulted in record financial results and a strong financial position for the Company. In 2010, Barrick significantly advanced its world-class Pueblo Viejo and Pascua-Lama projects and announced targeted growth in gold production to nine million ounces within five years.

39. Also on March 22, 2011, Barrick filed a Form 6-K with the SEC setting forth its Annual Report for 2010. As part of its discussion of operations, the Company stated:

[O]ur gold reserves now total 140 million ounces. And as the price of gold climbs, those reserves become increasingly valuable. . . . Our Pueblo Viejo and Pascua-Lama projects, both of which we inherited through past acquisitions, will soon be contributing significant quantities of gold to our total production, again at low cash costs.

\* \* \*

Major progress was made in 2010 on advancing construction of the world-class Pascua-Lama gold-silver project on the border of Chile and Argentina, which is expected to enter production in the first half of 2013. As of February 2011, approximately 40% of the pre-production budget of about \$3.3–\$3.6 billion had been committed. Anticipated average annual production of 750,000–800,000 ounces at total cash costs of \$20–\$50 per ounce in the first full five years illustrates the positive impact this mega project will have on the Company's overall portfolio. Each \$1 per ounce increase in the price of silver is expected to reduce total cash costs by about \$35 per ounce over this period.

As of February 2011, detailed engineering had been advanced to more than 90% completion. The four kilometer long ore tunnel connecting the mine in Chile with the processing plant in Argentina has been collared from both sides and is expected to be completed in the second half of 2012. Construction of the power transmission line is underway and the new access road is about 75% complete.

With 17.8 million ounces of gold reserves and 671 million ounces of silver contained within the gold reserves, Pascua-Lama is expected to contribute very low cost ounces to Barrick over a mine life in excess of 25 years.

\* \* \*

In 2009, we began construction of the Pascua-Lama project on the border between Chile and Argentina, which is on track to commence production in the first half of 2013. Pre-production capital is expected to increase by 10–20% to \$3.3–\$3.6 billion as a result of a stronger Chilean peso and labor, commodity and other input cost increases in both countries and higher inflation, particularly in Argentina. When complete, it is expected to be one of the lowest operating cost gold producing mines in the world. The project is a long life asset with an expected mine life of over 20 years.

[Footnotes omitted.]

40. On March 31, 2011, Barrick filed its Form 40-F with the SEC setting forth its audited financial statements and related full-year information for 2010. The Company reported net income of \$3.27 billion, or \$3.32 per share, and adjusted net income of \$3.28 billion, or \$3.32 per share. As part of its discussion of its operations, the Company stated:

The successful development of Barrick's projects is expected to have a significant impact on Barrick's future operations. . . . Barrick expects to have two new mines entering production in the next three years—Pueblo Viejo in 2012 and Pascua-Lama in 2013. For 2011, subject to permitting and other matters, the timing of which are not in Barrick's control, Barrick expects to spend approximately \$2.1 to \$2.3 billion on capital expenditures for its projects on an IFRS basis (2010: \$1.7 billion). Construction activities are expected to accelerate significantly in 2011 at Pascua-Lama . . . .

\* \* \*

Production from Phase I of the project is expected to commence in the first half of 2013 with construction of Phase II to commence shortly thereafter. Approximately 40% of the project's capital has been committed, securing the mining fleet, processing mills, camp accommodation and earthworks contractors. Detailed engineering and procurement for the project are about 90% complete. . . .

Pascua-Lama's pre-production capital is expected to be between \$3.3–\$3.6 billion. First production is expected in the first half of 2013.

41. Included with the Company's March 31, 2011 Form 40-F were certifications substantially similar to those described in paragraph 30.

42. On April 5, 2011, Barrick filed a Form 6-K with the SEC setting forth a technical report on the Pascua-Lama Project pursuant to Section 4.2(1)6 of National Instrument 43-101, *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators. As part of this report, the Company stated:

The Pascua-Lama process facilities will have the capacity to treat 45,000 tpd of ore. Initially in Phase 1 the plant will treat 45,000 tpd of non-refractory ore through cyanide leaching. Upon the commencement of Phase 2, one third (15,000 tpd) of the plant will be converted to the treatment of refractory ore and the operation of a 15,000 tpd flotation circuit will begin.

Basic Engineering for the process plant was started in early 2006 and completed in April 2007. Basic engineering for the process plant and infrastructure was performed by Fluor-Techint. In 2007 basic engineering of the water management system and the tailings dam was completed by Golder and Vector, respectively. ARA Worley Parsons have engineered the truck shop; CMN in-house engineering has completed basic engineering for the access roads to the site, as well as camp facilities. Pre-production capital is expected to be \$3.3–\$3.6 billion.

\* \* \*

As noted throughout this Technical Report, subsequent to the date of preparation of certain information contained herein, Barrick announced that it expected pre-production capital for the project to be \$3.3–\$3.6 billion. Barrick also announced that first production is expected in the first half of 2013 and that average annual gold production from Pascua-Lama is expected to be 750–800,000 ounces in the first full five years of operation at total cash costs of \$20–\$50 per ounce (based on gold, silver and oil price assumption of \$1,100 per ounce, \$16 per ounce and \$85 per barrel, respectively, and assuming a Chilean peso f/x rate of 500:1). To the extent there is any inconsistency between the above information and information contained elsewhere in this Technical Report, please refer to the above as the current information.

43. Defendants' false and misleading statements caused Barrick's common stock to trade at prices as high as \$55.74 and close as high as \$55.63 per share on April 21, 2011.

44. On April 28, 2011, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending March 31, 2011. The Company reported net earnings of \$1.0 billion, or \$1.00 per share, and adjusted net earnings of \$1.0 billion, or \$1.01 per share. As part of its discussion of its operations, the Company stated:

At the Pascua-Lama project in Chile and Argentina, work progressed on both sides of the border during the quarter. Over 45% of the pre-production capital budget of \$3.3–\$3.6 billion has been committed. First production continues to be expected in the first half of 2013.

\* \* \*

Over the next three years, we expect to spend about \$1.5 billion on minesite expansion projects and a total of about \$3.0 billion to fund the remaining construction activities at Pueblo Viejo and Pascua-Lama, partly financed by proceeds of about \$1.6 billion from various sources of financing. For Pueblo Viejo, we expect to fund about \$100 million of the remaining spend from the future proceeds of the project financing. At Pascua-Lama, we expect to fund remaining construction activities with up to \$1.25 billion from new project financing and \$275 million from future proceeds related to the Silver Wheaton Agreement. Consequently at current levels of operating cash flow generation, we expect to generate substantial free cash flow over the next three years that would be available for reinvestment in opportunities that could drive increases in future earnings and cash flows. The opportunities for reinvestment include, but are not limited to other major capital projects presently in the scoping, pre-feasibility and feasibility stages; as well as acquisitions.

45. On May 5, 2011, Barrick participated in the 2011 Goldman Sachs Basic Materials Conference in New York. As part of the Company's prepared presentation, Barrick presented a slide that stated in part:

Pascua-Lama Project Update

- Pre-stripping expected to commence in Q4 2011
- Initial production expected in H1 2013
- Pre-production capital expected to be ~\$3.3-\$3.6B
- >45% of capital committed
- 750–800 Koz at total cash costs of \$20-\$50/oz
- Silver production of ~35M oz/yr
- \$1/oz change in silver price results in ~\$35/oz impact on total cash costs

[Footnotes omitted.]

46. On July 29, 2011, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending June 30, 2011. The Company reported net earnings of \$1.2 billion, or \$1.16 per share, and adjusted net earnings of \$1.1 billion, or \$1.12 per share. As part of its discussion of its operations, the Company stated:

Capital costs for Pascua-Lama have been impacted by continued inflationary effects on costs for key consumable inputs and labor, re-estimations of materials such as steel, cement, fuel and equipment and increased expenditures to essentially maintain the schedule to deliver first production in mid-2013. As a result, pre-production capital is now estimated at \$4.7–\$ 5.0 billion.

\* \* \*

“Operationally and financially, Barrick had a solid quarter, meeting our operating and cash cost targets which resulted in significant margin expansion and record financial results,” said Aaron Regent, Barrick’s President and CEO. “We also completed the acquisition and long term financing of Equinox which adds two attractive assets to our portfolio and another source of long term cash flow. Our project pipeline continues to progress with the ongoing construction of Pueblo Viejo and Pascua-Lama and while we are disappointed with the increased capital costs of these projects, their overall economics have improved significantly as a result of much higher gold and silver prices than originally forecasted.”

\* \* \*

Since February 2011, Barrick has reorganized its Capital Projects group, increasing the involvement and co-ordination of its Regional Business Units in the construction of major projects to assist in operational readiness and to capture regional synergies. As a result, personnel changes were made at the Pascua-Lama project. In connection with these changes, a detailed review of the underlying assumptions and trending analysis for Pascua-Lama was completed in the second quarter. This review coincided with the review of the capital costs of Cerro Casale, where additional data and information applicable to Pascua-Lama was identified. The Company has concluded that, based on current trends, certain earlier estimates and assumptions are not achievable, including those for productivity rates and inflationary effects on costs, as well as for required quantities of certain construction materials such as steel and cement. In addition, the Company has increased its projected expenditures to essentially maintain the schedule for bringing the project into production in mid-2013. As a result, pre-production capital is now estimated at \$4.7–\$5.0 billion[.]

47. On November 1, 2011, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending September 30, 2011. The Company reported

net earnings of \$1.37 billion, or \$1.37 per share, and adjusted net earnings of \$1.39 billion, or \$1.39 per share. As part of its discussion of its operations, the Company stated:

The development of the . . . Pascua-Lama [project] advanced during the third quarter with first production on track to commence in . . . mid-2013 . . .

\* \* \*

“Today, the Company reported another strong quarter of operational and financial results,” said Aaron Regent, Barrick’s President and CEO. “We remain on track to achieve our original full year operating targets including one of the lowest cash cost profiles amongst the senior gold producers. We are making good progress constructing our high return Pueblo Viejo and Pascua-Lama mines and are pleased with further positive exploration results at Goldrush and Red Hill, our new gold discoveries in Nevada.”

48. On February 17, 2012, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month and full-year periods ending December 31, 2011. For the fourth quarter of 2011, the Company reported net earnings of \$959 million, or \$0.96 per share, and adjusted net earnings of \$1.17 billion, or \$1.17 per share. As part of its discussion of its operations, the Company stated:

The world-class Pueblo Viejo and Pascua-Lama projects are on track to enter production in mid-2012 and mid-2013, respectively. These two mines are expected to contribute about 1.5 million ounces of low cost annual production and provide combined annual average EBITDA of about \$2.5 billion 4 to Barrick in their first full five years.

\* \* \*

“2011 was an excellent year for Barrick,” said Aaron Regent, President and CEO. “We met our production and cost targets, enabling us to maximize the benefits of higher gold prices and realize record earnings and cash flow. We advanced our world-class projects, Pueblo Viejo and Pascua-Lama, which are scheduled to begin contributing low cost ounces in 2012 and 2013. . . .”

\* \* \*

At the Pascua-Lama project, approximately 55% of the previously announced pre-production capital of \$4.7–\$5.0 billion has been committed and first production is expected in mid-2013. The project is being impacted by labor and commodity cost pressures as a result of inflation, competition for skilled labor, the impact of



increased Argentinean customs restrictions on equipment procurement and lower than expected labor productivity.

[Footnotes omitted.]

49. On March 27, 2012, Barrick filed a Form 6-K with the SEC setting forth its Annual Report for 2011. As part of its discussion of operations, the Company stated:

We have [ ] used our technical expertise and the deepest talent pool in the gold industry to grow the value of our projects, improving designs and anticipated recovery rates to improve overall shareholder returns. In 2011, we made significant progress on two long-life, low cost projects. . . .

[W]e continue to make progress on our Pascua-Lama project on the border of Chile and Argentina. Once in production, Pascua-Lama will be one of the lowest cost gold mines in the world. This project is expected to begin producing in 2013, with average annual gold production of 800,000–850,000 ounces at negative total cash costs of \$225–\$275 per ounce, assuming a \$25 silver price, in its first full five years of operation. Based on a \$1,600 gold price and a \$30 silver price, this mine is expected to generate approximately \$1.65 billion in average annual EBITDA for Barrick over this same period.

\* \* \*

Our two large gold projects in construction, Pueblo Viejo and Pascua-Lama, possess key attributes of truly superior gold mines. Both have long lives well in excess of the average gold mine and are expected to contribute about 1.5 million ounces of low cost annual gold production to Barrick over the first full five years of operation. With these two projects as the main drivers, Barrick is targeting growth in gold production to about 9 million ounces by 2016. Not only are these mines expected to drive production growth, but they also have tremendous cash flow generating potential. At a \$1,600 per ounce gold price and a \$30 per ounce silver price, Pueblo Viejo and Pascua-Lama are anticipated to generate about \$2.5 billion of average annual EBITDA for the Company in their first full five years of operation.

[Footnotes omitted.]

50. On March 28, 2012, Barrick filed its Form 40-F with the SEC setting forth its audited financial statements and related full-year information for 2011. The Company reported net earnings of \$4.48 billion, or \$4.49 per share, and adjusted net earnings of \$4.67 billion, or \$4.67 per share. As part of its discussion of its operations, the Company stated:



The successful development of Barrick's projects is expected to have a significant impact on Barrick's future operations. Barrick expects to have three new mines entering production in the next two years—Pueblo Viejo and Jabal Sayid in 2012 and Pascua-Lama in 2013. For 2012, subject to permitting and other matters, the timing of which are not in Barrick's control, Barrick expects to spend approximately \$2.60 to \$2.75 billion (2011: \$2.25 billion) of its total capital expenditures on capital projects, primarily related to construction activities at Pueblo Viejo and Pascua Lama.

\* \* \*

Approximately 55% of the previously announced pre-production capital of \$4.7–\$5.0 billion has been committed and first production is expected in mid-2013. The foregoing estimates are based on gold, silver and oil price assumptions of \$1,300 per ounce, \$25 per ounce and \$100 per barrel, respectively and assuming a Chilean peso exchange rate of 475:1. Barrick will continue to finance the project through a combination of one or more of existing capital resources, operating cash flows and additional financings. The project is being impacted by labor and commodities cost pressures as a result of inflation, competition for skilled labor, the impact of increased Argentinean customs restrictions on equipment procurement and lower than expected labor productivity.

51. Included with the Company's March 28, 2012 Form 40-F were certifications substantially similar to those described in paragraph 30.

52. On May 3, 2012, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending March 31, 2012. The Company reported net earnings of \$1.03 billion, or \$1.03 per share, and adjusted net earnings of \$1.09 billion, or \$1.09 per share. As part of its discussion of its operations, the Company stated:

Barrick continued to advance construction at Pueblo Viejo and Pascua-Lama, with first production expected in mid-2012 and mid-2013, respectively. . . . The company announced today the retirement of Executive Vice President and Chief Operating Officer (COO) Peter Kinver. Igor Gonzales, previously President of Barrick's South America region, has been appointed Executive Vice President and COO effective May 2. Mr. Kinver will remain with the company until June 30 to assist in an orderly transition. He will also act as an advisor to Barrick for the duration of construction activities at the Pueblo Viejo and Pascua-Lama projects.

\* \* \*

At the Pascua-Lama project, about 70 percent of the previously announced mine construction capital of \$4.7–\$5.0 billion has been committed. First production is

anticipated in mid-2013. The project is being impacted by labor and commodity cost pressures, primarily as a result of: high inflation in Argentina, and to a lesser extent, Chile, competition for skilled labor and lower than expected labor productivity in underground development. Barrick has added experienced supervisors and miners from its North American and South American regions to the project team, increased oversight of external contractors, accelerated procurement of long lead items and necessary equipment. In conjunction with these activities, the company intends to complete a detailed capital cost and schedule review in the second quarter of 2012.

53. On June 6, 2012, Barrick issued a press release titled *CFO Jamie Sokalsky Appointed Barrick CEO; John L. Thornton Assumes Role of Co-Chairman with Barrick Founder Peter Munk*. Within this press release the Company disclosed that “its Board of Directors ha[d] appointed Executive Vice President and Chief Financial Officer Jamie Sokalsky as President and Chief Executive Officer, replacing Aaron Regent,” that “Mr. Sokalsky ha[d] also replaced Mr. Regent on Barrick’s Board of Directors,” and that “[t]hese leadership appointments [we]re effective immediately.”

54. On July 27, 2012, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending June 30, 2012. The Company reported net earnings of \$750 million, or \$0.75 per share, and adjusted net earnings of \$784 million, or \$0.78 per share. As part of its discussion of its operations, the Company stated:

Due to lower than expected productivity and persistent inflationary and other cost pressures, as previously disclosed, the company initiated a detailed review of the cost and schedule estimates for Pascua-Lama in the second quarter. Preliminary results currently indicate an approximate 50–60 percent increase in capital costs from the top end of the previously announced estimate of \$4.7–\$5.0 billion, with first production expected in mid-2014. The company will provide a further progress update with third quarter results.

\* \* \*

Based on information gathered to date, it is apparent that the challenges of building a project of this scale and complexity were greater than we anticipated. We also determined that we needed to re-align the project management structure between Barrick and our EPCM partners, Fluor and Techint. We have taken immediate actions to address these issues. We are strengthening the project

management structure by seeking to have Fluor take over a greater proportion of the construction management of the project. Barrick is also working with Fluor and Techint to develop an integrated action plan that ensures the scope of remaining work is well planned and executed and has also engaged a leading EPCM organization to provide an independent assessment of the status of the project. We will provide a further progress update with third quarter results.

The key factors contributing to the capital cost increase are:

- lower than expected contractor productivity (~30%)
- engineering and planning gaps (~25%)
- cost escalation (~25%)
- schedule extension (~20%)

The delay to the schedule arises primarily from delays to completing the camps, tunnel and process plant.

55. On November 2, 2012, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month period ending September 30, 2012. The Company reported net earnings of \$618 million, or \$0.62 per share, and adjusted net earnings of \$849 million, or \$0.85 per share. As part of its discussion of its operations, the Company stated:

#### Pascua-Lama Project Update

- During the quarter, Barrick made substantial progress at Pascua-Lama. Along with construction advancement at site, the company strengthened the construction management team and hired Fluor to assume overall project management. Fluor is a global leader in construction of large mining projects, and the same firm that successfully managed construction of our recently completed Pueblo Viejo mine.
- In July, the company announced preliminary results of a review indicating an increase in capital costs to \$7.5–\$8.0 billion and a delay in first production to mid-2014. Since then, Barrick has been working with Fluor on a more comprehensive top-to-bottom review. This review will be complete by our 2012 year-end results release; however, work to date suggests capital costs will be closer to \$8.0–\$8.5 billion, with first production in the second half of 2014.

56. On February 15, 2013, Barrick filed a Form 6-K with the SEC setting forth its operating results for the three-month and full-year periods ending December 31, 2012. For the fourth quarter of 2012, the Company reported a net loss of \$3.06 billion, or \$3.06 per share, and

adjusted net earnings of \$1.11 billion, or \$1.11 per share. As part of its discussion of its operations, the Company stated:

Pascua-Lama estimates confirmed: \$8.0–\$8.5 billion in capex and first production targeted for the second half of 2014.

\* \* \*

During the fourth quarter, the cost estimate and schedule for the project was finalized. Expected total mine construction capital remains unchanged in the range of \$8.0 to \$8.5 billion, and includes a contingency of 15–20 percent of remaining capital. First gold production continues to be targeted for the second half of 2014. Incentives for both Fluor and Techint are based on the completion of the project in line with this estimate and schedule.

As of December 31, 2012, approximately \$4.2 billion had been spent and construction was approximately 40 percent complete, largely in line with plan.

57. On March 26, 2013, Barrick filed a Form 6-K with the SEC setting forth the Company's Annual Report for 2012. As part of its discussion of operations, the Company stated:

We suffered a significant delay and a major cost overrun at our flagship Pascua-Lama project on the border of Chile and Argentina. Since that fact surfaced—so unexpectedly—the main focus of our company, at every level, has been directed at ensuring that this project will meet its new cost and schedule estimate. At the same time, we made identifying the root causes of this major setback a priority, so that we can apply those lessons in the future.

\* \* \*

The Pascua-Lama project on the border of Chile and Argentina is expected to be one of the world's lowest operating cost gold mines and will generate significant free cash flow for Barrick once it ramps up to full production. First production is targeted for the second half of 2014 and mine construction capital is estimated at \$8.0–\$8.5 billion.

58. Also on March 26, 2013, Barrick filed a Form 6-K with the SEC setting forth the Company's Notice of Annual Meeting of Shareholders to be held April 24, 2013. As part of its discussion of corporate performance results for 2012, the Company stated:

Challenges in 2012 included set backs on schedule and costs at the Pascua-Lama project . . . .

\* \* \*

The Company's Pascua-Lama project had a challenging year, with an increase in the projected capital cost from a range of \$4.7 to \$5 billion to a range of \$8 to \$8.5 billion and a delay in expected production of first gold to the second half of 2014.

59. On March 28, 2013, Barrick filed a Form 40-F with the SEC setting forth the Company's audited financial statements and related full-year information for 2012. The Company reported a net loss of \$665 million, or \$0.66 per share, and adjusted net earnings of \$3.83 billion, or \$3.82 per share. As part of its discussion of its operations, the Company stated:

Barrick expects to have two new mines entering production in 2014—Pascua-Lama and Jabal Sayid.

\* \* \*

In 2012, the Company revised its execution strategy for developing Pascua-Lama by transferring overall project management from Barrick to Fluor, a leading global Engineering, Procurement and Construction Management contractor that successfully managed Barrick's recently completed Pueblo Viejo mine. Barrick intends to employ this type of strategy to manage large projects in the future.

\* \* \*

The updated mine construction cost estimate and schedule for the project was finalized in the fourth quarter of 2012. Expected total mine construction capital is in the range of \$8.0 to \$8.5 billion, with first gold production targeted for the second half of 2014. The project is being impacted by labor and commodities cost pressures as a result of inflation and competition for skilled labor. As of December 31, 2012, approximately \$4.2 billion had been spent and construction was approximately 40 percent complete.

60. Included with the Company's March 28, 2013 Form 40-F were certifications substantially similar to those described in paragraph 30.

#### **THE TRUTH IS REVEALED**

61. On April 10, 2013, prior to the markets' open, news outlets reported that the Appeals Court of Copiapó, Chile, had issued an order suspending work on the Pascua-Lama

Project. Later that day, Barrick issued a press release stating:

[Barrick] today announced that the [C]ompany is suspending construction work on the Chilean side of the Pascua-Lama project while working to address environmental and other regulatory requirements to the satisfaction of Chilean authorities. In the interim, activities deemed necessary for environmental protection will continue as authorized.

Construction activities in Argentina, where the majority of Pascua-Lama's critical infrastructure is located, including the process plant and tailings storage facility, are not affected.

It is too early to assess the impact, if any, on the overall capital budget and schedule of the project.

62. In reaction to this news, Barrick's stock price fell \$2.23 per share, or 8.3 percent, to close at \$24.46 per share following that day's trading session on trading volume of more than 40 million shares.

63. Then, on May 24, 2013, Chile's Superintendence of the Environment (Superintendencia del Medio Ambiente) issued a resolution suspending the Pascua-Lama Project pending compliance with an environmental permit, and imposing a fine equivalent to \$16 million—the maximum penalty possible under Chilean law. That day, Barrick published a press release stating:

[Barrick] today received a resolution from Chile's Superintendence of the Environment (Superintendencia del Medio Ambiente or "SMA") that requires the company to complete Pascua-Lama's water management system in accordance with the project's environmental permit before resuming construction activities in Chile.

The SMA also announced that the company will be subject to an administrative fine of approximately \$16 million for deviations from certain requirements of the project's Chilean environmental approval, including a series of reporting requirements and instances of noncompliance related to the project's water management system.



64. In response to this development, trading in Barrick stock was halted for approximately three hours. After the Company's shares resumed trading, Barrick's share price closed at \$19.16 per share, \$0.39 per share, or 1.99 percent, below the prior day's close.

65. The true facts, which were known by Defendants but concealed from Barrick's shareholders and the investing public during the Class Period, were that:

(a) the Company knew that the costs of bringing the Pascua-Lama Project into production far exceeded any of Barrick's various publicly presented estimates;

(b) the Pascua-Lama Project presented no reasonable expectation of coming into production within any of Barrick's various publicly presented time horizons;

(c) the Pascua-Lama Project's environmental impact presented significantly greater risks to the Project and the Company than those disclosed by Defendants; and

(d) as a result, Defendants had no reasonable basis for their statements regarding the cost, timing, and production estimates for the Pascua-Lama Project, and the reserves and earnings guidance for the Company that Defendants provided to investors.

66. As a result of Defendants' false statements, Barrick's shares traded at artificially inflated levels during the Class Period. When the true state of Barrick's Pascua-Lama Project was revealed, the price of Barrick stock fell, declining by more than 64.7 percent from its Class Period high. These decreases were a result of the artificial inflation caused by Defendants' misleading statements coming out of the price of Barrick's stock.

### **LOSS CAUSATION**

67. During the Class Period, as detailed herein, Defendants made false and misleading statements and engaged in a scheme to deceive the market and a course of conduct that artificially inflated the prices of Barrick common stock, and operated as a fraud or deceit on Class-Period purchasers of Barrick common stock by misrepresenting the cost and time frame



within which the Pascua-Lama mine would become operational. Later, when Defendants' prior misrepresentations and fraudulent conduct were disclosed to the market on April 10, 2013 and May 24, 2013, the price of Barrick common stock fell precipitously, as the prior artificial inflation came out of the price. As a result of their purchases of Barrick common stock during the Class Period, Plaintiff and other members of the Class suffered economic loss, *i.e.*, damages, under the federal securities laws.

### **CLASS ACTION ALLEGATIONS**

68. Plaintiff brings this action as a class action pursuant to Rule 23 of the Federal Rules of Civil Procedure on behalf of all persons who purchased the common stock of Barrick during the Class Period (the "Class"). Excluded from the Class are Defendants and their families, directors, and officers of Barrick and their families and affiliates.

69. The members of the Class are so numerous that joinder of all members is impracticable. The disposition of their claims in a class action will provide substantial benefits to the parties and the Court. As of December 31, 2012, Barrick had 1,001,107,981 shares outstanding, owned by thousands of persons.

70. There is a well-defined community of interest in the questions of law and fact involved in this case. Questions of law and fact common to the members of the Class that predominate over questions that may affect individual Class members include:

- (a) Whether the Exchange Act was violated by Defendants;
- (b) Whether Defendants omitted and/or misrepresented material facts;
- (c) Whether Defendants' statements omitted material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;

(d) Whether Defendants knew or recklessly disregarded that their statements were false and misleading;

(e) Whether the price of Barrick common stock was artificially inflated; and

(f) The extent of damage sustained by Class members and the appropriate measure of damages.

71. Plaintiff's claims are typical of those of the Class because Plaintiff and the Class sustained damages from Defendants' wrongful conduct.

72. Plaintiff will adequately protect the interests of the Class and has retained counsel experienced in class action securities litigation. Plaintiff has no interests that conflict with those of the Class.

73. A class action is superior to other available methods for the fair and efficient adjudication of this controversy.

#### **INAPPLICABILITY OF STATUTORY SAFE HARBOR**

74. Defendants' verbal "Safe Harbor" warnings accompanying their oral forward-looking statements ("FLS") issued during the Class Period were ineffective to shield those statements from liability.

75. Defendants are also liable for any false or misleading FLS pleaded because, at the time each FLS was made, the speaker knew the FLS was false or misleading and the FLS was authorized and/or approved by an executive officer of Barrick who knew that the FLS was false. None of the historic or present tense statements made by Defendants were assumptions underlying or relating to any plan, projection, or statement of future economic performance, as they were not stated to be such assumptions underlying or relating to any projection or statement of future economic performance when made, nor were any of the projections or forecasts made

by Defendants expressly related to, or stated to be dependent on, those historic or present tense statements when made.

**ADDITIONAL ALLEGATIONS REGARDING SCIENTER**

76. During the Class Period, Defendants had both the motive and opportunity to commit fraud. They also had actual knowledge of the misleading nature of the statements they made or acted with reckless disregard for the true information known to them at the time for the reasons discussed above. In so doing, Defendants committed acts, and practiced and participated in a course of business that operated as a fraud or deceit on purchasers of Barrick common stock during the Class Period.

**PRESUMPTION OF RELIANCE**

77. Plaintiff will rely upon the presumption of reliance established by the fraud-on-the-market doctrine in that, among other things:

- (a) Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- (b) the omissions and misrepresentations were material;
- (c) the Company's common stock traded in an efficient market;
- (d) the misrepresentations alleged would tend to induce a reasonable investor to misjudge the value of the Company's common stock; and
- (e) Plaintiff and other members of the Class purchased Barrick common stock between the time Defendants misrepresented or failed to disclose material facts and the time the true facts were disclosed, without knowledge of the misrepresented or omitted facts.

78. At all relevant times, the market for Barrick common stock was efficient for the following reasons, among others:

- (a) as a regulated issuer, Barrick filed periodic public reports with the SEC;
- (b) Barrick regularly communicated with public investors via established market communication mechanisms, including through regular disseminations of press releases on the major news wire services and through other wide-ranging public disclosures, such as communications with the financial press, securities analysts, and other similar reporting services;
- (c) Barrick was followed by several securities analysts employed by major brokerage firm(s) who wrote reports that were distributed to the sales force and certain customers of their respective brokerage firm(s) and that were publicly available and entered the public marketplace; and
- (d) Barrick common stock was actively traded on an efficient market, the NYSE, where the Company's common stock trades under the ticker symbol "ABX."

79. As a result of the foregoing, the market for Barrick common stock promptly digested current information regarding Barrick from all publicly available sources and reflected such information in Barrick's common stock. Under these circumstances, all purchasers of Barrick common stock during the Class Period suffered similar injury through their purchase of Barrick common stock at artificially inflated prices and the presumption of reliance applies.

80. Further, to the extent that Defendants concealed or improperly failed to disclose material facts with regard to the Company and its operations, Plaintiff is entitled to a presumption of reliance in accordance with *Affiliated Ute Citizens of Utah v. U.S.*, 406 U.S. 128 (1972).

**COUNT I**

**For Violation of Section 10(b) of the Exchange Act  
and Rule 10b-5 Against All Defendants**

81. Plaintiff repeats, incorporates, and realleges paragraphs 1 through 80 by reference.

82. During the Class Period, Defendants disseminated or approved the false statements specified above, which they knew or recklessly disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

83. Defendants violated Section 10(b) of the Exchange Act and Rule 10b-5 in that they:

- (a) Employed devices, schemes, and artifices to defraud;
- (b) Made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) Engaged in acts, practices, and a course of business that operated as a fraud or deceit upon Plaintiff and others similarly situated in connection with their purchases of Barrick common stock during the Class Period.

84. Plaintiff and the Class have suffered damages in that, in reliance on the integrity of the market, they paid artificially inflated prices for Barrick common stock. Plaintiff and the Class would not have purchased Barrick common stock at the prices they paid, or at all, if they had been aware that the market prices had been artificially and falsely inflated by Defendants' misleading statements.

85. As a direct and proximate result of these Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their purchases of Barrick common stock during the Class Period.

## **COUNT II**

### **For Violation of Section 20(a) of the Exchange Act Against the Individual Defendants**

86. Plaintiff repeats, incorporates, and realleges paragraphs 1 through 85 by reference.

87. The Individual Defendants acted as controlling persons of Barrick within the meaning of Section 20(a) of the Exchange Act. By virtue of their positions and their power to control public statements about Barrick, the Individual Defendants had the power and ability to control the actions of Barrick and its employees. By reason of such conduct, Defendants are liable pursuant to Section 20(a) of the Exchange Act.

### **PRAYER FOR RELIEF**

WHEREFORE, Plaintiff prays for judgment as follows:

- A. Declaring this action to be a proper class action pursuant to Federal Rule of Civil Procedure 23;
- B. Awarding Plaintiff and the members of the Class damages and interest;
- C. Awarding Plaintiff's reasonable costs, including attorneys' fees; and
- D. Awarding such equitable/injunctive or other relief as the Court may deem just and proper.


### **JURY DEMAND**

Plaintiff demands a trial by jury.

Dated: June 14, 2013

Respectfully submitted,

**POMERANTZ GROSSMAN HUFFORD  
DAHLSTROM & GROSS LLP**



Marc I. Gross  
Jeremy A. Lieberman  
Lesley F. Portnoy  
600 Third Avenue - 20<sup>th</sup> Floor  
New York, New York 10016  
Telephone: (212) 661-1100  
Facsimile: (212) 661-8665  
migross@pomlaw.com  
jalieberman@pomlaw.com  
lfportnoy@pomlaw.com

**POMERANTZ GROSSMAN HUFFORD  
DAHLSTROM & GROSS LLP**

Patrick V. Dahlstrom  
Ten South LaSalle Street - Suite 3505  
Chicago, Illinois 60603  
Telephone: (312) 377-1181  
Facsimile: (312) 377-1184  
pdahlstrom@pomlaw.com

**BRONSTEIN GEWIRTZ & GROSSMAN LLP**

Peretz Bronstein  
60 E. 42nd Street, Suite 4600  
New York, New York 10165  
Telephone: (212) 697-6484  
Facsimile: (212) 697-7296  
peretz@bgandg.com



**Certification of Plaintiff**  
**Pursuant to Federal Securities Laws**

1. I, Clement Bernard, make this declaration pursuant to Section 101 of the Private Securities Litigation Reform Act of 1995 as required by Section 21D (a) (2) of Title I of the Securities Exchange Act of 1934.

2. I have reviewed a Complaint against Barrick Gold Corporation ("Barrick"), and authorize a filing of a comparable complaint on my behalf.

3. I did not purchase my Barrick securities at the direction of plaintiffs' counsel or in order to participate in any private action arising under Title I of the Securities Exchange Act of 1934.

4. I am willing to serve as a representative party on behalf of a class as set forth in the Complaint, including providing testimony at deposition and trial, if necessary. I understand that the Court has the authority to select the most adequate lead plaintiff in this action.

5. To the best of my current knowledge, the attached sheet lists all of my purchases and sales in Barrick securities during the Class Period as specified in the Complaint.

6. During the three-year period preceding the date on which this certification is signed, I have not sought to serve as a representative party on behalf of a class under the federal securities laws, except as follows:

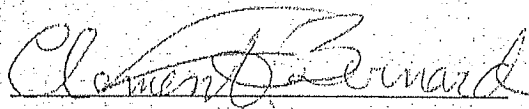
7. I agree not to accept any payment for serving as a representative party on behalf of the class as set forth in the Complaint, beyond my pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the Court.

8. The matters stated in this declaration are true to the best of my current knowledge, information and belief.

I declare under penalty or perjury that the foregoing is true and correct.

Executed At Montreal, Qc, Canada,

(Date) 2013-06-22

A handwritten signature in cursive script, appearing to read "Clement Bernard", written over a horizontal line.

(Signature)

CLEMENT BERNARD

(Type or Print Name)

Summary of Purchases and Sales

DATE	TRANSACTION TYPE:  PURCHASE, SALE	NUMBER/ TYPE OF SECURITY : BARRICK GOLD COMMON SHARES	PRICE OF SECURITIES  UNIT COSTS
jan 28-10	Purchase	Purchase 1 000	38.11
feb 09-10		Purchase 700	36.51
feb 10-10		Sale -700	37.23
sep 02-10	Sale	Sale -1 000	49.26
oct 01-10		Purchase 800	46.47
oct 26-10		Purchase 1 000	46.35
jan 10-11		Purchase 600	50.02
fév 16-11		Purchase 500	46.88
may 05-11		Purchase 600	50.02
may 18-11		Purchase 500	44.96
jun 08-11		Purchase 1 000	44.96
august 29-11		Purchase 1 000	47.92
april 18-12		Purchase 500	41.56
jul 14-12		Purchase 500	37.92
august 23-12		Sale -1 000	36.47
<b>TOTAL HELD</b>		<b>6000</b>	<b>265 420.96 \$</b>